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Trey Grayson
Secretary of State
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ARTICLES OF INCORPORATION
OF
ACUMANTRA SOLUTIONS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, for the purposes of forming a corporation for profit under the General Corporation law of the State of Kentucky, does hereby certify:

ARTICLE I

The name of the corporation shall be Acumantra Solutions, Inc.

ARTICLE II

The place in the Commonwealth of Kentucky where its principal and registered office is to be located is 156 Market Street, Lexington, KY 40507. The registered agent at said office is Julius Rather. The mailing address for said office is the same as the street address.

ARTICLE III

The purpose for which the corporation is organized is for the transaction of any and all business for which corporations may be incorporated under the laws of the Commonwealth of Kentucky, and nothing contained herein shall be deemed to restrict the authority provided under said laws.

ARTICLE IV

The corporation shall have authority to issue one thousand (1,000) shares of common stock which shall be without par value.

The corporation shall have the right to purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

ARTICLE V

The name and address of the incorporator is:

Sidney H. VanNess
115 Hamilton Park
Lexington, KY 40504

ARTICLE VI

The corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed between the corporation and the selling shareholder or shareholders.

ARTICLE VII

Except where the vote or consent of the holders of shares entitling them to exercise two-thirds (2/3) of the voting power of the corporation or of any class(es) of shares thereof is expressly required by statute, any action may be taken by the corporation upon the vote or consent of the holders of shares enabling them to exercise a majority of the voting power of the corporation.

ARTICLE VIII

A director, shareholder or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation as a vendor, purchaser, employee, agent or otherwise; nor shall any transaction, contract or act of the corporation be void or voidable or in any

way affected or invalidated by reason of the fact that any director or officer is a shareholder, director or officer, is in any way interested in such transaction, contract or act, provided that the fact that such director, officer, firm or corporation is so interested shall be disclosed or shall be known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract, transaction or act shall be taken; nor shall any such director or officer be accountable or responsible for the corporation to or in respect of any such gains or profits realized by him by reason of the fact that he, or any firm of which he is a member, or any corporation of which he is a shareholder, officer or director, is interested in such transaction, contract or act. Any such director or officer, if such officer is a director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize or take action in respect of any such contract, transaction or act.

ARTICLE IX

The number of directors shall not be less than one (1) nor more than seven (7). Directors need not be stockholders, and shall have all those powers of directors provided by law. They shall manage the business and regulate the affairs of the corporation.

ARTICLE X

The duration of the corporation shall be perpetual.

ARTICLE XI

The name and address of the initial directors of the corporation are:

Sidney H. VanNess
115 Hamilton Park
Lexington, KY 40504

Gopinath Sankaran
793 Jordan Lane, #1
Decatur, GA 30033


ARTICLE XII

Directors of the corporation shall not incur personal liability for monetary damages for breach of their duties as a director, except as provided in KRS 271B-2-020(2)(d)

ARTICLE XIII

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make bylaws from time to time.

IN WITNESS WHEREOF, the Incorporator has made, signed and acknowledged this certificate, this 29th day of June, 2004.



SIDNEY H. VANNES
115 Hamilton Park
Lexington, KY 40504

STATE OF KENTUCKY)
COUNTY OF FAYETTE)

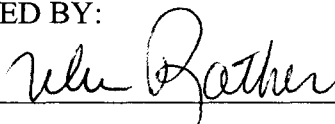
I, Pamela McGowan, a Notary Public in and for the foregoing State and County, do hereby certify that the foregoing Articles of Incorporation of Acumantra Solutions, Inc. were produced to me in my office and acknowledged before me by SIDNEY H. VANNES to be his voluntary act and deed for the uses and purposes therein set forth, all of which together with my certificate of office is certified to the proper office for record.

Given under my hand and notarial seal this ___ day of June, 2004.

My Commission expires: _____

NOTARY PUBLIC, STATE AT LARGE

PREPARED BY:



JULIUS RATHER
156 Market Street
Lexington, Kentucky 40507
Telephone: 859-252-0824